

Approved by vote of the membership on March 15, 2023

MISSION:

To inspire, educate, and support saxophonists throughout North America.

Article I: Name

This organization shall be known as the North American Saxophone Alliance, hereinafter also referred to as the "Alliance," or "NASA," incorporated under the laws of the State of North Carolina as a nonprofit organization in 1988.

Article II: Location

The official headquarters of the North American Saxophone Alliance shall be in the United States. The registered office is North American Saxophone Alliance, 14070 Proton Rd., Suite #100, Dallas, TX 75244. The official address may be changed from time to time by the Executive Committee.

Article III: Purpose

The aims and purposes of North American Saxophone Alliance shall be:

1. To create and maintain a safe, equitable, and inclusive community that facilitates the exchange of ideas and fosters collaborative relationships among saxophonists.
2. To support its members in their saxophone-related endeavors.
3. To encourage and disseminate research on topics of relevance to the saxophone community.

Article IV: Membership

Section 1: Membership in the Alliance shall be open to any individual upon payment of annual dues. Annual memberships are started and/or renewed in the month in which dues are received for deposit by the Treasurer.

Section 2: Annual dues, categories, and subcategories of membership shall be determined by the Executive Committee. A two-thirds vote of the Executive Committee is required to change dues.

Section 3: A special complimentary membership -Honorary Life Membership - may be extended to individuals of distinction who have made outstanding contributions to the areas of saxophone performance, pedagogy, scholarship, and/or repertoire. Such persons may be nominated by any voting member of the Alliance by submitting such a proposal to the President in writing at any time. Upon majority approval of the Executive Committee, a nominee shall be placed before the general membership for election. The nominee

shall be elected Honorary Life Member upon receiving a two-thirds vote of the voting members in a ballot election.

Section 4: Members of the North American Saxophone Alliance shall be able to designate regional affiliations, as determined by geographic divisions of the North American continent as prescribed by the Alliance.

Article V: Government

Section 1: Elected Officers: The elected executive officers of the North American Saxophone Alliance shall be the President, President-Elect, Past-President, Secretary, and Treasurer.

Section 2: Appointed Officers: The following officers are appointed for three-year renewable terms for up to three consecutive terms total: Director of Scholarly Publications, Jazz Coordinator, Membership Director, Communication Director(s), and the Youth Engagement Advisor. The Editor and Assistant Editor(s) of *The Saxophone Symposium* serve ongoing appointments.

Section 3: Executive Committee: The Executive Committee shall consist of the five elected officers plus the Director of Scholarly Publications and the Jazz Coordinator.

Section 4: Regional Directors: There shall be one Regional Director for each Region of the North American Saxophone Alliance. The President, with majority approval of the Executive Committee, shall appoint regional Directors for three-year renewable terms in staggered years.

Section 5: Standing Committees: Members of the Executive Committee in conjunction with appointed officers are responsible for maintaining and making available via the website up-to-date versions of the NASA Committees Handbook. This document will serve as an extension of the Constitution and Bylaws, and guiding best practices.

Section 6: Terms of Elected Office: The term of office for each of the elected officers of the North American Saxophone Alliance shall be two years, excepting the Treasurer. Elected officers shall be limited to two consecutive terms in the same office.

Section 7: Biennial Elections: Elections of officers for the Alliance shall take place biennially in the fall of the year. The President-Elect, Secretary, and Treasurer shall be elected in even-numbered years. Individuals elected to office in the fall election shall assume their respective offices January 1st of the calendar year immediately following; terms end December 31st of the appropriate year.

Section 8: Special Election or Appointment: Elected Officers of the Alliance may be elected in an off-year, or filled by appointment, under the following special circumstances:

1. In the event an elected office becomes vacant during term, the President may appoint a qualified individual to fill the office temporarily. Such appointment shall require two-thirds approval of the Executive Committee. The office being filled by temporary appointment will then be filled through election by the Alliance membership in the next regularly scheduled election. Candidates will understand that the term of office will be less than two years, since the election of office will occur as prescribed in Section 8.
2. No officer or candidate may run for more than one office concurrently.

Section 9: Line of succession of officers of the North American Saxophone Alliance, following the President, shall be as follows: President-Elect, Secretary, Treasurer. If the office of President becomes vacant, the available officer next in line will assume the duties, authorities, and title of that office. No other vacancies among elected offices of the Alliance shall be filled through movement along the line of succession. Any office vacated and filled by temporary appointment must be offered for election in the next regularly scheduled election.

Article VI: Funds

Section 1: Receipt of Funds: Funds received by the North American Saxophone Alliance from any source whatsoever, shall be rendered to the Treasurer or their designee to be properly received and deposited in an Alliance account.

Section 2: Disbursement of Funds: Funds owned by the North American Saxophone Alliance shall be disbursed only with joint authorization of the President and Treasurer. If the Alliance has engaged the services of a professional bookkeeping or financial management firm, and / or professional web-based payment system, payments may be issued by such third parties with authorization of both Treasurer and President in writing or via electronic communication.

The President may not authorize disbursements amounting to more than ten percent of the total funds available (not already earmarked or in endowments) for disbursement without majority approval of the Executive Committee; the President may not authorize disbursements amounting to more than twenty-five percent of the funds available for disbursement without two-thirds majority approval of the Executive Committee. Disbursement of the Alliance funds shall be made only to support the ongoing administration, publications, and other projects of the organization in adherence to the purposes set forth in Article III hereof.

Section 3: Accounting of Funds: An accounting of funds received and disbursed, plus anticipated disbursements, shall be presented by the Treasurer or their designee for publication in the journal annually and at the biennial general meeting of the membership.

Section 4: Disposing of Assets Upon Dissolution: Upon dissolution, the Executive Committee shall, after paying or making provision for the payment of all the liabilities of the Alliance, dispose of all the assets of the organization to, and only to, one or more groups organized and operated exclusively for educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)3 of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Executive Committee shall determine.

Article VII: Meetings

Section 1: General Membership: There shall be general membership meetings of the North American Saxophone Alliance whenever an organization-wide North American convention (or similar event) is held. General Membership meetings may also be held electronically.

1. Any active member of the Alliance may attend a general membership meeting and may cast one vote on any issue raised for determination by the vote of members present.

2. General membership meetings shall be chaired by the President or the highest ranking officer present, as prescribed by the Line of Succession.
3. Any member may propose new business to the President to be brought before the membership for discussion and voting at a general membership meeting. Such new business must be submitted in writing to the President at least 30 days prior to the meeting. Only new business so presented, and approved by a majority of the Executive Committee, shall appear on the agenda. Only such proposals that appear on the agenda shall be considered at general membership meetings unless, in unusual circumstances, the Executive Committee, by two-thirds approval, allows the last-minute inclusion of an item of new business for consideration at such a meeting.
4. A quorum at a general membership meeting shall consist of those active members attending the session. Following a general membership meeting a summation of the meeting by the Secretary (or other Executive Officer in the event of the Secretary's absence) shall be prepared and published on the official NASA web page.

Section 2: Executive Committee: There shall be a minimum of three meetings per year of the Executive Committee. Additional meetings of the Committee may be called by the President or at the request of a majority of the Committee. The President, in consultation with the rest of the Committee, shall determine the time and place of such meetings. The Committee shall also be required to meet immediately prior to any general membership meeting for the purpose of approving the agenda of the general membership meeting, prepared by the President, and to consider other Executive Committee business.

Section 3: Communications in lieu of Meetings: Because of geographic constraints and the realistic potential that meetings of the general membership may be less frequent than once per year, provision is made for routine conduct of business with the general membership by communications in lieu of meetings.

1. For matters requiring a vote of the active members of the Alliance, presentation of issues and ballots may be distributed to active members by email. Such distribution shall be executed in consultation with the Membership Director, and no fewer than 5 business days following the day of emailing to the membership shall be given to the general membership to complete ballots.
2. For ballots, a quorum shall consist of those authorized ballots returned for tabulation. Presentation of issues, and distribution and collection of ballots to/from active members may be conducted by electronic means.

Provision is made for routine conduct of business of the EC and of appointed officers by communications in lieu of meetings.

1. For matters requiring consultation among Executive Committee members, written correspondence via email or other mutually agreed upon electronic forms of communication are acceptable.
2. Matters of business requiring specific approval of the Executive Committee may be discussed electronically or by telephone by less than the entire Committee at one time, but Committee members must submit their individual votes on particular issues in writing to the President.
3. On issues where Committee members are notified by the President electronically, the individual members will have 5 business days from the time of the President's messaging to respond in writing.
4. In no case shall matters of Executive Committee business be decided by fewer than five of the seven Committee members unless two or more offices are temporarily vacant or nonresponsive; in that event, a quorum of the Executive Committee shall be two-thirds of the members remaining.

Section 4: Parliamentary Procedure: At any general membership or Executive Committee meeting, the President shall serve as parliamentarian and will rule on issues of procedure. Roberts Rules of Order, Revised, shall govern all meetings, unless in direct conflict with the Constitution and Bylaws of the North American Saxophone Alliance.

Article VIII: Publications

The publications of the North American Saxophone Alliance shall include the journal and those publications approved by the Executive Committee and chaired by the Director of Scholarly Publications. The journal shall be published under the authority of the Symposium Editor in consultation with the Editorial Board. Publications may be either hard-copy or electronic upon approval of a two-thirds vote of the Executive Committee.

Article IX: Amendments

The Constitution of the North American Saxophone Alliance may be amended by an approved vote of three-fourths those active members who cast ballots by electronic means in accordance with provisions of notification and procedure described in Article VII, Section 3. Any member of the Alliance may propose amendments to the Constitution by submitting the proposition in writing to the President who will consult on the matter with the Executive Committee. A two-thirds approval of the Executive Committee shall be required for a proposed amendment to be presented to the general membership for vote.